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RECORDATION NO. 25940 FILED

OCT 31 '05

4-36 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

October 31, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of October 31, 2005. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

CCC Transport Company
333 Cypress Run, Suite 200
Houston, TX 77094

Sublessee:

Continental Carbon Company
333 Cypress Run, Suite 200
Houston, TX 77094

A description of the equipment covered by the Memorandum of Lease Agreement consists of 136 covered hopper cars numbered WITX 4601-4605, inclusive, 4607-4615,

Honorable Vernon A. Williams
October 31, 2005
Page 2

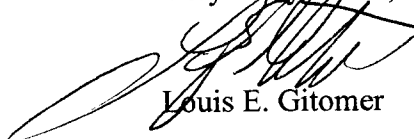
inclusive, 4746, 4749-4759, inclusive, 4761, 4762, 4770-4799, inclusive, 5801-5812, inclusive, 5814-5822, inclusive, 5824-5838, inclusive, 5840-5843, inclusive, 5845-5869, inclusive, 5871-5880, inclusive, and 5882-5884, inclusive.

A fee of \$ 33.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement among LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, CCC Transport Company, 333 Cypress Run, Suite 200, Houston, TX 77094, and Continental Carbon Company, 333 Cypress Run, Suite 200, Houston, TX 77094, covering 136 covered hopper cars numbered WITX 4601-4605, inclusive, 4607-4615, inclusive, 4746, 4749-4759, inclusive, 4761, 4762, 4770-4799, inclusive, 5801-5812, inclusive, 5814-5822, inclusive, 5824-5838, inclusive, 5840-5843, inclusive, 5845-5869, inclusive, 5871-5880, inclusive, and 5882-5884, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 25940 FILED

OCT 31 '05

4-36 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of October 31, 2005

among

CCC TRANSPORT COMPANY,
as Lessee,

CONTINENTAL CARBON COMPANY,
as Sublessee,

and

LASALLE NATIONAL LEASING CORPORATION,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2005 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 31, 2005, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor"), CCC TRANSPORT COMPANY ("Lessee") and CONTINENTAL CARBON COMPANY ("Sublessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor and sublease to Sublessee, and Sublessee has agreed to sublease from Lessee, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of October 31, 2005, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of October 31, 2005 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee; and in that certain Rail Equipment Sublease Agreement dated as of October 31, 2005 (the "Sublease"), between Lessee and Sublessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Sublease shall be effective as of the date hereof and shall be subject to the terms specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: 

Name:

CONSTANCE W. LANCASTER

Title:

SENIOR VICE PRESIDENT

CCC TRANSPORT COMPANY

By: 

Name:

KIM K.T. PAN

Title:

PRESIDENT

CONTINENTAL CARBON COMPANY

By: 

Name:

KIM K.T. PAN

Title:

PRESIDENT

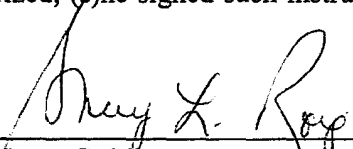
STATE OF MARYLAND)

COUNTY OF BALTIMORE)

) ss.

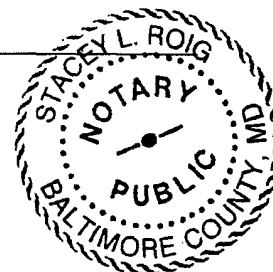
On this 31st day of October, 2005, before me appeared CONSTANCE W. LANCASTER, the person who signed this instrument, who acknowledged that (s)he is the SENIOR VICE PRESIDENT of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My commission expires:

August 4, 2009



STATE OF TEXAS)
) ss.
COUNTY OF Harris)

On this 28th day of October, 2005, before me appeared Kim K.T. Pan, the person who signed this instrument, who acknowledged that (s)he is the President of CCC Transport Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Katherine Rangel
Notary Public

My commission expires:

October 24, 2007

STATE OF TEXAS)
) ss.
COUNTY OF Harris)

On this 28th day of October, 2005, before me appeared Kim K.T. Pan, the person who signed this instrument, who acknowledged that (s)he is the President of Continental Carbon Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Katherine Rangel
Notary Public

My commission expires:

October 24, 2007

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

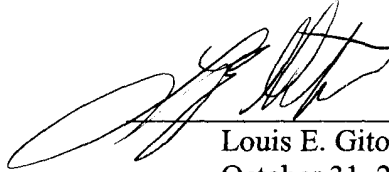
136 Hopper Cars

No. of Cars.	AAR Code	Cu. Ft. Capacity	Year Built	Car Number		
14	C113	4,700	1966	WITX 4746	WITX 4753	WITX 4758
				WITX 4749	WITX 4754	WITX 4759
				WITX 4750	WITX 4755	WITX 4761
				WITX 4751	WITX 4756	WITX 4762
				WITX 4752	WITX 4757	
15	C113	4,700	1968	WITX 4770	WITX 4775	WITX 4780
				WITX 4771	WITX 4776	WITX 4781
				WITX 4772	WITX 4777	WITX 4782
				WITX 4773	WITX 4778	WITX 4783
				WITX 4774	WITX 4779	WITX 4784
14	C113	4,600	1969	WITX 4601	WITX 4607	WITX 4612
				WITX 4602	WITX 4608	WITX 4613
				WITX 4603	WITX 4609	WITX 4614
				WITX 4604	WITX 4610	WITX 4615
				WITX 4605	WITX 4611	
23	C114	5,800	1970	WITX 5801	WITX 5806	WITX 5811
				WITX 5802	WITX 5807	WITX 5812
				WITX 5803	WITX 5808	WITX 5814
				WITX 5804	WITX 5809	WITX 5815
				WITX 5805	WITX 5810	WITX 5816
				WITX 5817		
				WITX 5818		
				WITX 5819		
				WITX 5820		
				WITX 5821		
				WITX 5822		
				WITX 5824		
				WITX 5825		

No. of Cars.	AAR Code	Cu. Ft. Capacity	Year Built	Car Number		
10	C114	5,800	1971	WITX 5826	WITX 5831	
				WITX 5827	WITX 5832	
				WITX 5828	WITX 5833	
				WITX 5829	WITX 5834	
				WITX 5830	WITX 5835	
8	C114	5,800	1972	WITX 5836	WITX 5842	
				WITX 5837	WITX 5843	
				WITX 5838	WITX 5845	
				WITX 5840		
				WITX 5841		
15	C714	5,800	1973	WITX 5846	WITX 5851	WITX 5856
				WITX 5847	WITX 5852	WITX 5857
				WITX 5848	WITX 5853	WITX 5858
				WITX 5849	WITX 5854	WITX 5859
				WITX 5850	WITX 5855	WITX 5860
15	C113	4,727	1975	WITX 4785	WITX 4790	WITX 4795
				WITX 4786	WITX 4791	WITX 4796
				WITX 4787	WITX 4792	WITX 4797
				WITX 4788	WITX 4793	WITX 4798
				WITX 4789	WITX 4794	WITX 4799
22	C714	5,750	1977	WITX 5861	WITX 5866	WITX 5872
				WITX 5862	WITX 5867	WITX 5873
				WITX 5863	WITX 5868	WITX 5874
				WITX 5864	WITX 5869	WITX 5875
				WITX 5865	WITX 5871	WITX 5876
						WITX 5877
						WITX 5878
						WITX 5879
						WITX 5880
						WITX 5882
						WITX 5883
						WITX 5884

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of October 31, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to be 'L. E. Gitomer', written over a horizontal line.

Louis E. Gitomer
October 31, 2005